

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF NORTH CAROLINA**

ANDREW GILES, Individually)	
and on Behalf of All Others)	
Similarly Situated,)	
)	
Plaintiff,)	Case No. 1:17-cv-00482-WO-JLW
)	
v.)	
)	
BNC BANCORP, THOMAS R. SLOAN,)	
JAMES T. BOLT JR., ABNEY S.)	
BOXLEY III, RICHARD D.)	
CALLICUTT II, JOSEPH M.)	
COLTRANE, JR., CHARLES T.)	
HAGAN III, ELAINE M. LYERLY,)	
MATTHEW WALSH MCINNIS, W.)	
SWOPE MONTGOMERY, JR., LENIN)	
J. PETERS, JOHN S. RAMSEY,)	
JR., THOMAS R. SMITH, ROBERT)	
A. TEAM, JR., G. KENNEDY)	
THOMPSON, D. VANN WILLIFORD,)	
RICHARD F. WOOD, and PINNACLE)	
FINANCIAL PARTNERS, INC.,)	
)	
Defendants.)	

STIPULATION OF DISMISSAL AND [PROPOSED] ORDER

WHEREAS, on May 25, 2017, Plaintiff Andrew Giles ("Plaintiff") filed a putative Class Action Complaint for Violation of the Securities Exchange Act of 1934 (the "Complaint") in the above-captioned action (the "Action");

WHEREAS, the Action asserts claims for violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 and Rule 14a-9 promulgated thereunder relating to disclosures made in a joint definitive proxy statement ("the Proxy Statement") filed with the United States Securities and Exchange Commission (the

"SEC") on or around May 3, 2017, in connection with the proposed acquisition of BNC Bancorp ("BNC") by affiliates of Pinnacle Financial Partners, Inc. (the "Transaction");

WHEREAS, on June 2, 2017, BNC publicly filed an amendment to the Proxy Statement in a Form 8-K with the SEC that contained additional information regarding the Transaction (the "Supplemental Disclosures");

WHEREAS, based on his review and analysis of the Supplemental Disclosures, Plaintiff believes that sufficient material information has been disclosed in the Supplemental Disclosures that were required to be disclosed and warrant dismissal of the Complaint as moot;

WHEREAS, Defendants expressly deny that Plaintiff ever asserted any viable claim that could now be considered moot, and further deny that the Supplemental Disclosures contained any additional material facts that were required to be disclosed;

WHEREAS, Plaintiff asserts that the Supplemental Disclosures were obtained as a result of this Action and conveyed a substantial benefit to stockholders and therefor intends to submit to the Court an application for an award of attorneys' fees and reimbursement of expenses (the "Fee and Expense Application");

WHEREAS, Defendants expressly deny that any claim asserted by Plaintiff is or ever was meritorious, and continue to deny that they committed or aided and abetted any violation of law, or

engaged in any of the wrongful acts alleged in the Complaint, and expressly maintain that they have diligently complied with all of their legal obligations;

WHEREAS, each Defendant reserves the right to oppose any Fee and Expense Application; and

WHEREAS, no compensation in any form has passed directly or indirectly to the Plaintiff or his attorneys and no promise or agreement to give any such compensation has been made, nor has any discussion relating to such compensation taken place between the parties; and

WHEREAS, no class has been certified in the Action.

NOW, THEREFORE, IT IS STIPULATED AND AGREED by the undersigned parties, through their attorneys and subject to the Court's approval, that:

1. This action is dismissed pursuant to Rule 41(a)(1)(A) of the Federal Rules of Civil Procedure, and all claims asserted therein are dismissed with prejudice as to Plaintiff, individually, and without prejudice as to any actual or potential claims of any other putative class member.
2. As the dismissal is with prejudice to Plaintiff only, and without prejudice as to all other members of the putative class, notice of this dismissal is not required.

3. This Court retains continuing jurisdiction over the parties in the Action solely for purposes of further proceedings related to the adjudication of Plaintiff's anticipated Fee and Expense Application.
4. This Order is entered without prejudice to any position, claim, or defense any party may assert with respect to the anticipated Fee and Expense Application or any matter related thereto, which includes Defendants' right to challenge the basis for, as well as the amount of, the anticipated Fee and Expense Application.

DATED: June 20, 2017

Respectfully submitted,

FARUQI & FARUQI, LLP

/s/ James M. Wilson, Jr.

James M. Wilson, Jr.
685 Third Avenue, 26th Floor
New York, New York 10017
Tel.: (212) 983-9330
Fax: (212) 983-9331
Email: jwilson@faruqilaw.com

OF COUNSEL

MONTEVERDE & ASSOCIATES PC

Juan E. Monteverde
The Empire State Building
350 Fifth Avenue, Suite 4405
New York, New York 10118
Tel.: (212) 971-1341
Fax: (212) 202-7880
Email:
jmonteverde@monteverdelaw.com

Co-Counsel for Plaintiff

Co-Counsel for Plaintiff

/s/ Janet Ward Black

Janet Ward Black
NC State Bar # 12869
Nancy Meyers
N.C. State Bar # 23339
WARD BLACK LAW
208 West Wendover Ave.
Greensboro, North Carolina 27401-1307
Tel.: (336) 333-2244
Fax: (336) 379-9415
Email: jwblack@wardblacklaw.com
nmeyers@wardblacklaw.com

Liaison Counsel for Plaintiff

OF COUNSEL

BASS, BERRY & SIMS, PLC

Overton Thompson III
Joseph B. Crace, Jr.
150 Third Avenue South, Suite
2800
Nashville, Tennessee 37201
Tel.: (615) 742-7730
Fax: (615) 742-2804
Email:
othompson@bassberry.com
jbcrace@bassberry.com

*Co-Counsel for Defendant
Pinnacle Financial Partners,
Inc.*

/s/ Anthony T. Lathrop

Anthony T. Lathrop
N.C. State Bar # 15941
MOORE & VAN ALLEN, PLLC
100 North Tryon Street; Suite 4700
Charlotte, NC 28202-4003
Tel: (704) 331-3596
Fax: (704) 339-5896
Email: tonylathrop@mvalaw.com

*Co-Counsel for Defendant Pinnacle
Financial Partners, Inc.*

OF COUNSEL

**WACHTELL, LIPTON,
ROSEN & KATZ**

Stephen DiPrima
Benjamin D. Klein
51 West 52nd Street
New York, New York 10017
Tel.: (212) 403-1341
Fax: (212) 403-2341
Email: SRDiPrima@wlrk.com
BDKlein@wlrk.com

TROUTMAN SANDERS LLP

J. Timothy Mast
600 Peachtree Street NE, Suite
5200
Atlanta, Georgia 30308
Tel.: (404) 885-3312
Fax: (404) 885-3900

/s/ Christopher G. Browning, Jr.

Christopher G. Browning, Jr.
N.C. State Bar # 13436
TROUTMAN SANDERS LLP
434 Fayetteville Street; Suite 1900
Raleigh, NC 27601
Tel: (919) 835-4127
Fax: (919) 835-4101
Email:
Chris.Browning@troutmansanders.com

*Counsel for Defendants BNC Bancorp,
Thomas R. Sloan, James T. Bolt Jr.,
Abney S. Boxley III, Richard D.
Callicutt II, Joseph M. Coltrane,
Jr., Charles T. Hagan III, Elaine M.
Lyerly, Matthew Walsh McInnis, W.
Swope Montgomery, Jr., Lenin J.
Peters, John S. Ramsey, Jr., Thomas
R. Smith, Robert A. Team, Jr., G.
Kennedy Thompson, D. Vann Williford,
and Richard F. Wood*

Email:
tim.mast@troutmansanders.com

*Counsel for Defendants BNC
Bancorp, Thomas R. Sloan,
James T. Bolt Jr., Abney S.
Boxley III, Richard D.
Callicutt II, Joseph M.
Coltrane, Jr., Charles T.
Hagan III, Elaine M. Lyerly,
Matthew Walsh McInnis, W.
Swope Montgomery, Jr., Lenin
J. Peters, John S. Ramsey,
Jr., Thomas R. Smith, Robert
A. Team, Jr., G. Kennedy
Thompson, D. Vann Williford,
and Richard F. Wood*

SO ORDERED this ____ day of _____, 2017.

Honorable Chief Judge William L.
Osteen, Jr.
United States District Judge

23094658.1